FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR ORM LIMITED OFFERING EXEMPT

140	<u> 214</u>	176	
	OMB APP	PROVAL	
OMB Nun Expires:	nber:	3235-0076	
Estimated hours per		burden 16.00	
	SEC USE	E ONLY	
Prefix		Serial	
	1	I	

DATE RECEIVED

Mashing ONIFORM	LIMITED OFFERING EXEMPT	
_ ·	amendment and name has changed, and indicate	
ITSBus, Inc, Convertible Promissory	Note and Warrant Issuance, and shares issuance	able upon exercise of those instruments
Filing Under (Check box(es) that apply):	□Rule 504 □ Rule 505 □Rul	e 506
Type of ⊠New Filing	☐ Amendment	
Filing:		
	A. BASIC IDENTIFICATION D	<u>ATA III III III III III III III III III </u>
 Enter the information requested about 	t the issuer	
Name of Issuer (check if this is an ame	endment and name has changed, and indicate	change.)
ITSBus, Inc.		08047343
Address of Executive Offices	(Number and Street, City State, Zip Code)	Telephone Number (Including Area Code)
114 Limestone Lane, Santa Cruz, CA		831.420.1772
Address of Principal Business	(Number and Street, City State, Zip Code)	Telephone Number (Including Area Code)
Operations	PROCESSED	
(if different from Executive Offices)	· · · · · · · · · · · · · · · · · · ·	
Brief Description of Business	APR 2 8 2008 E	
Design and development of motor ve	hicles.	
	THOMSON REUTERS	
Type of Business Organization		-
• · · · · · · · · · · · · · · · · · · ·	☐ limited partnership, already formed	other (please specify):
□ business trust	☐ limited partnership, to be formed	
	Month Year	
Actual or Estimated Date of Incorporation	n or Organization: 0 5 0 0	☑Actual ☐ Estimated
Jurisdiction of Incorporation	or (Enter two-letter U.S. Postal Service a	i i i A i
Organization:	CN for Canada; FN for other foreign ju	urisdiction)

GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This Notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

			A. BASIC IDENTIF	ICATION DATA			
		n requested of to oter of the issue		organized within the past	five years;		
		icial owner havi curities of the i		dispose, or direct the vo	te or disposition	of, l	0% more of a class
		tive officer and issuers; and	director of corporate iss	suers and of corporate ge	neral and manag	ging p	partners of
• Ea	ch genera	al and managing	g partner of partnership i	issuers.			
Check Box(es) that A	Apply:	☐ Promoter	⊠Beneficial Owner	☑Executive Officer	⊠Director	0	General and/or Managing Partner
Full Name (Last nam	ne first, if	findividual)					•
Burke, Robert							
Business or Residence	ce Addre	ss (Number and	Street, City, State, Zip	Code)			
114 Limestone	Lane, Sa	ınta Cruz, CA	95060	· · · · · · · · · · · · · · · · · · ·			
Check Box(es) that A		□Promoter	☑ Beneficial Owner	□Executive Officer	☑ Director		General and/or Managing Partner
Full Name (Last nam		findividual)					
Burke, Katheri							
		•	Street, City, State, Zip	Code)			
114 Limestone				<u>.</u>			
Check Box(es) that A		□ Promoter	⊠Beneficial Owner	☑Executive Officer	☑ Director		General and/or Managing Partner
Full Name (Last nam		findividual)					
Kennedy, Scott			·				
		•	Street, City, State, Zip	Code)			
114 Limestone		inta Cruz, CA					
Check Box(es) that A		☐ Promoter	⊠Beneficial Owner	☐ Executive Officer	☑ Director		General and/or Managing Partner
Full Name (Last nam	ne first, if	f individual)					
Darling, Darre	*		 				
Business or Residence	ce Addre	ss (Number and	Street, City, State, Zip	Code)			
114 Limestone	Lane, Sa	inta Cruz, CA	95060	· · · · · · · · · · · · · · · · · · ·			·. · · · · · · · · · · · · · · · · · ·
Check Box(es) that A	Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	☑ Director		General and/or Managing Partner
Full Name (Last nam	ne first, if	findividual)					
Bakalian, John							
Business or Residence	ce Addre	ss (Number and	Street, City, State, Zip	Code)			
114 Limestone	Lane, Sa	inta Cruz, CA	95060				
Check Box(es) that A	Apply:	☐ Promoter	☑Beneficial Owner	☐ Executive Officer	☑ Director		General and/or Managing Partner
Full Name (Last nam	ne first, if	findividual)					
Burke, Alexand	ier						
Business or Residence	ce Addre	ss (Number and	Street, City, State, Zip	Code)			
114 Limestone	Lane, Sa	ınta Cruz, CA	95060				
Check Box(es) that A	Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last nam		•					
Business or Resident	ce Addre	ss (Number and	Street, City, State, Zip	Code)			
		(Use bla	nk sheet, or copy and use addi	tional copies of this sheet, as n	ecessary)		

				В.	INFOR	MATION	AROUT	OFFERIN	iC.			.,	
1. Has	the issuer s	old, or doe	s the issue	intend to		ı-accredite	d investor	in this off	ering?		Yes 🗆	No 🖾	
2. Wha	t is the min	imum inve	stment tha	t will be a	ccepted fro	m any indi	vidual?			\$.	N/A	
	s the offerin										Yes 🖾	No 🗆	
remu perso than	meration for on or agent	r solicitati of a broke	on of purcler or dealer	nasers in c registered	connection I with the S	with sales SEC and/or	of securiti r with a sta	es in the o ate or state	ffering. If s, list the n	a perso ame of	on to be the bre	commission of the commission o	ssociated If more
	ne (Last nan	ne first, if	individual)										
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Name of	Associated	Broker or	Dealer										
-	Which Pers								-	•		☐ All States	
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MT 🗆	NE 🗖	NV 🗆	ин 🗆	иј 🗆	NM 🗀	NY 🗆	NC 🗆	ND 🗆	он 🛮	ок [3 01	R 🗖	PA 🗆
RI □	sc 🗆	SD 🗆	אז 🗆	тх 🗖	υτ □	VT 🗆	VA 🗆	WA 🗆	w 🗆	w E	J w	Y 🗖	PR □
Full Nam	ne (Last nan	ne first, if	individual)							· · · · · · ·			
Business	or Residen	ce Address	s (Number	and Street	, City, Stat	e, Zip Cod	e)						
Name of	Associated	Broker or	Dealer				•						
	Which Pers											☐ All States	
AL 🗆	AK 🖸	AZ 🗆	AR 🗆	CA 🗆	со 🗆	ст 🗆	DE 🗖	DC 🗖	FL 🗖	GA [] +	1	, ID 🗖
1L 🗆	IN 🗆	IA 🗆	ks □	KY 🗖	LA 🗆	ME 🗆	MD 🗆	MA 🗆	мі□	MN (_ м	s 🗆	мо 🗆
мт□	NE 🗅	NV 🗖	ин □	NJ 🗆	им □	NY 🗆	NC 🗆	ND 🗆	он 🏻	ок [그 0	R 🗆	PA 🗖
RI 🗖	sc 🗆	SD 🗆	TN 🗆	тх 🛮	UT 🗆	VT 🗆	VA 🗆	WA 🗆	w 🗆	w E	o w	Y 🗆	PR 🗆
Full Nan	ne (Last nar	ne first, if	individual)									· ·	
Business	or Residen	ce Address	s (Number	and Street	, City, Stat	e, Zip Cod	e)						
Name of	Associated	Broker or	Dealer										
States in	Which Per	son Listed	Has Solicit	ted or Inte	nds to Soli	cit Purchas	ers						
·	ck "All Sta								·····			☐ All States	
AL 🗆	AK 🗆	AZ 🗆	AR 🗀	CA 🗆	со	CT 🗆	DE 🗆	DC 🗆	FL 🗆	GA [4 🗆	ID []
IL []	IN D	IA 🗆	KS 🗆	KY 🗆	LA 🖸	ME 🗆	MD 🗔	MA 🗆	MI 🗆	MN [s 🗆	мо
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	Enter the aggregate offering price of securities included in this offering and the total amou already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchang offering, check this box \square and indicate in the columns below the amounts of the securities for exchange and already exchanged.	es				
	Type of Security		Aggregate ffering Pri		A	mount Already Sold
	Debt	\$	0		\$	0
	Equity	\$	0		\$	0
	□ Common □ Preferred	_			-	
	Convertible Securities (including warrants)	\$_	700,000)	\$	35,000
	Partnership Interests	\$	0		\$	0
	Other (Specify)	s	0		\$	0
	Total	\$	700,000)	\$	35,000
	Answer also in Appendix, Column 3, if filing under ULOE.	_				,
	in this offering and the aggregate dollar amounts of their purchases. For offerings und Rule 504, indicate the number of persons who have purchased securities and the aggrega dollar amount of their purchases on the total lines. Enter "0" if the answer is "none" ("zero."	te	Number Investors			Aggregate Dollar Amount of Purchases
	Accredited Investors		11		\$	35,000
	Non-accredited Investors		0		\$	0
		-			•	
	Total (for filings under Rule 504 only)		-		\$	
	Answer also in Appendix, Column 4, if filing under ULOE.		-		\$	
3.	Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for a securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (1) months prior to the first sale of securities in this offering. Classify securities by type listed Part C – Question 1.	all 2)	Type of		•	
3.	Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for a securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (1) months prior to the first sale of securities in this offering. Classify securities by type listed Part C – Question 1. Type of Offering	all 2)			Γ	Pollar Amount Sold
3.	Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for a securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (1) months prior to the first sale of securities in this offering. Classify securities by type listed Part C – Question 1. Type of Offering Rule 505	all 2)	Type of		\$	Pollar Amount Sold 0
3.	Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for a securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (1: months prior to the first sale of securities in this offering. Classify securities by type listed Part C – Question 1. Type of Offering Rule 505	all 2)	Type of		Γ	Pollar Amount Sold 0 0
3.	Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for a securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (1) months prior to the first sale of securities in this offering. Classify securities by type listed Part C – Question 1. Type of Offering Rule 505	all 2)	Type of		\$	Pollar Amount Sold 0
	Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for a securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (1) months prior to the first sale of securities in this offering. Classify securities by type listed Part C – Question 1. Type of Offering Rule 505	all 2) in	Type of		S \$ \$	Pollar Amount Sold 0 0 0
3 .	Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for a securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (1) months prior to the first sale of securities in this offering. Classify securities by type listed Part C – Question 1. Type of Offering Rule 505	all 2) in of of	Type of		S \$ \$	Pollar Amount Sold 0 0 0
	Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for a securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (1) months prior to the first sale of securities in this offering. Classify securities by type listed Part C – Question 1. Type of Offering Rule 505	all 2) in of of nt he	Type of Security		S \$ \$	Pollar Amount Sold 0 0 0
	Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for a securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (1) months prior to the first sale of securities in this offering. Classify securities by type listed Part C – Question 1. Type of Offering Rule 505	all 2) in of of of nt he	Type of Security		S \$ \$	Pollar Amount Sold 0 0 0 0
	Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for a securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (1: months prior to the first sale of securities in this offering. Classify securities by type listed Part C – Question 1. Type of Offering Rule 505	all 2) in of of nt he	Type of Security		S	Pollar Amount Sold 0 0 0
	Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for a securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (1) months prior to the first sale of securities in this offering. Classify securities by type listed Part C – Question 1. Type of Offering Rule 505	all 2) in of of nt he	Type of Security		\$ \$ \$ \$ \$ \$ \$	Pollar Amount Sold 0 0 0 0
	Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for a securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (I: months prior to the first sale of securities in this offering. Classify securities by type listed Part C – Question 1. Type of Offering Rule 505	all 2) in of of nt he	Type of Security		\$ \$ \$ \$ \$ \$ \$	Ooliar Amount Sold 0 0 0 0 1,000
	Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for a securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12 months prior to the first sale of securities in this offering. Classify securities by type listed Part C - Question 1. Type of Offering Rule 505	all 2) in of of nt he	Type of Security		S S S S S S S S S S S S S S S S S S S	Ooliar Amount Sold 0 0 0 0 1,000
	Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for a securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (1) months prior to the first sale of securities in this offering. Classify securities by type listed Part C – Question 1. Type of Offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses the issuer. The information may be given as subject to future contingencies. If the amout of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees	all 2) in of of of nt he	Type of Security		S S S S S S S S S S S S S S S S S S S	Ooliar Amount Sold 0 0 0 0 1,000

OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

_	C. OFFERING PRICE, NUMBER OF INVESTORS, I	EXPE	ENSE	S AND USE OF P	ROC	EEDS	3
	b. Enter the difference between the aggregate offering price given in total expenses furnished in response to Part C - Question 4.a. Thi proceeds to the issuer."	s difl	erenc	e is the "adjusted			34,000
5.	Indicate below the amount of the adjusted gross proceeds to the issuer use. If the amount for any purpose is not known, furnish an estimate and compayments listed must equal the adjusted gross proceeds to the issuer set for the instance of the instance o	heck	the b	ox to the left of th	e esti	mate.	The total of the
	Salaries and fees	X	\$	10,000	X	\$	
	Purchase of real estate		\$			\$	
	Purchase, rental or leasing and installment of machinery and equipment	X	\$		X	\$	<u> </u>
	Construction or leasing of plant buildings and facilities		\$			\$	
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	_	\$			\$	**************************************
	Repayment of indebtedness		\$			\$	
	Working capital	区	\$		X	\$	<u></u>
	Other (specify): Contractors (body, electronics, molding, testing,	X	\$		X	\$	
	design, motors, chassis, integration, etc.)						
	bookkeeping and accounting fees		\$		X	\$	24,000
	Column Totals	図	\$	10,000	X	\$	24,000
	Total Payments Listed (column totals added)			区 \$		34,000	<u>) </u>
	D. FEDERAL SIG	NAT	URE				
οl	e issuer has duly caused this notice to be signed by the undersigned duly a lowing signature constitutes an undertaking by the issuer to furnish to the uest of its staff, the information furnished by the issuer to any non-accredit	ie U.	S. Sec	curities and Exchar	nge C	ommi	ssion, upon written
SS	uer (Print or Type) Signature		7	Dat	te		
	ITSBus, Inc.	<u>~</u>	\sim ι	Apr	ril 1, 2	8008	
٧a	me of Signer (Print or Type) Title of Signer (Print or T	ype)					
	Robert Burke, Ph.D. Chief Executive Offi	cer		,, , , ,, ,, ,,			

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No No
	See Appendix, Column 5, for state response.
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3.	The undersigned hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.
	e issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the dersigned duly authorized person.
Iss	uer (Print or Type) Date
	ITSBus, Inc. April 1, 2008
Na	me (Print or Type) Title (Print or Type)
	Robert Burke, Ph.D. Chief Executive Officer

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

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1 1	2	2	3			4		1	5		
	Intend	40.0011	Type of security and					Disqualif	ication under State		
!		ccredited	aggregate offering		Tune of	Disquain	(if yes, attach				
		in State	price offered in State			investor and		ovalenation	o (11 yes, anacii o of moiner aronted)		
}									explanation of waiver granted) (Part E-Item 1)		
ļ	(Part B	item ()	(Part C-Item 1)		(Pan		,	(1.8	it is-item 1)		
			Convertible			Number of		}			
<u> </u>	!		Promissory Note	Number of		Non-		1			
!			and Related	Accredited		Accredited		1			
State	Yes	No	Warrants	Investors	Amount	Investors	Amount	Yes	No		
	<u> </u>		vvariants	111 4 C3 C013	Amount	III V CSCO13	7 III Ount	1			
AL									<u> </u>		
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